

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

R. DAVID WOLFE, on behalf of himself and  
all others similarly situated and derivatively on  
behalf of nominal defendant American Greetings  
Corporation,

Plaintiff,

v.

MORRY WEISS, ZEV WEISS, JEFFREY  
WEISS, ELIE WEISS, GARY WEISS, JUDITH  
WEISS, SCOTT S. COWEN, JEFFREY D.  
DUNN, JERRY SUE THORNTON, WILLIAM  
E. MACDONALD, III, MICHAEL J.  
MERRIMAN, JR., CHARLES A. RATNER,  
IRVING I. STONE OVERSIGHT TRUST,  
IRVING STONE LIMITED LIABILITY  
COMPANY, IRVING I. STONE SUPPORT  
FOUNDATION, and IRVING I. STONE  
FOUNDATION,

Defendants,

and

AMERICAN GREETINGS CORPORATION,

Nominal Defendant.

**Case No. 1:13-cv-00859-SL**

**STIPULATION AND [PROPOSED] ORDER OF  
VOLUNTARY DISMISSAL OF ALL CLAIMS AGAINST ALL DEFENDANTS**

Pursuant to Rules 23.1(c) and 41(a)(2) of the Federal Rules of Civil Procedure, plaintiff  
R. David Wolfe (“Plaintiff”), by and through his counsel, hereby stipulates to the voluntary  
dismissal of all claims alleged against all defendants, including defendants Morry Weiss, Zev  
Weiss, Jeffrey Weiss, Elie Weiss, Gary Weiss, Judith Weiss, Scott S. Cowen, Jeffrey D. Dunn,

Jerry Sue Thornton, William E. MacDonald, III, Michael J. Merriman, Jr., Charles A. Ratner, Irving I. Stone Oversight Trust, Irving Stone Limited Liability Company, Irving I. Stone Support Foundation, and Irving I. Stone Foundation, and Nominal Defendant American Greetings Corporation (collectively “Defendants,” and with Plaintiff, the “Parties”), each Party to bear his, her, or its own costs and expenses.

In support of this Stipulation, the Parties state as follows:

1. Plaintiff filed a Verified Derivative and Class Action Complaint with this Court on April 17, 2013.
2. On April 17, 2013, Nominal Defendant American Greetings Corporation filed with the United States Securities and Exchange Commission a preliminary proxy statement on form PREM14A (the “Preliminary Proxy”).
3. On April 29, 2013, Plaintiff filed a Verified Amended Derivative and Class Action Complaint with this Court (the “Amended Complaint”), including additional allegations based on the information disclosed in the Preliminary Proxy.
4. Defendants filed motions to dismiss the Amended Complaint on July 8, 2013 and July 12, 2013.
5. On July 19, 2013, the parties in the parallel action captioned *In re American Greetings Corp. Shareholder Litigation*, Lead Case No. CV-12-792421, pending in the Court of Common Pleas in Cuyahoga County, Ohio (the “State Action”), announced that they had entered into a Memorandum of Understanding (“MOU”) in which they agreed on the terms of a settlement of the State Action.

6. On July 31, 2013, the Parties in the captioned action moved to defer briefing on Defendants' motions to dismiss and stay the action pending resolution of the State Action settlement.

7. On August 1, 2013, the Court entered an order that, among other things, stayed this action pending resolution of the settlement of the State Action.

8. On August 7, 2013, pursuant to the terms of the MOU, the parties in the State Action entered into a Stipulation of Settlement, which was filed with the State Court.

9. On September 15, 2013, the State Court entered an order that, among other things, preliminarily approved the Settlement and directed notice to class members.

10. Notice of the proposed Settlement was provided to members of the class on or about September 13, 2013, pursuant to the State Court's order.

11. On December 2, 2013, the State Court held a hearing to determine if the Settlement was fair, reasonable, adequate, and in the best interests of the settlement class.

12. On December 12, 2013, the State Court entered an order that, among other things, approved the settlement and dismissed with prejudice all claims that were or could have been asserted in the State Action or the captioned action. A copy of the State Court's order is attached hereto.

For the reasons set forth above, and good cause shown, IT IS HEREBY ORDERED that the Action is dismissed as to all Defendants with prejudice, each Party to bear his, her, or its own costs and expenses, including attorneys' fees, in connection with the Action.

DATED: December 20, 2013

Respectfully submitted,

HERMANN, CAHN & SCHNEIDER LLP

Of Counsel:

Lee Rudy  
Michael Wagner  
J. Daniel Albert  
J. Quinn Kerrigan  
KESSLER TOPAZ MELTZER & CHECK  
LLP  
280 King of Prussia Road  
Radnor, PA 19087  
Tel: (610) 667-7706  
Fax: (610) 667-7056

Michael M. Goldberg  
Louis Boyarsky  
GLANCY BINKOW & GOLDBERG LLP  
1925 Century Park East  
Suite 2100  
Los Angeles, CA 90067  
Tel: (310) 201-9150  
Fax: (310) 201-9160

Howard G. Smith  
LAW OFFICES OF HOWARD G. SMITH  
3070 Bristol Pike, Suite 112  
Bensalem, PA 19020  
Tel: (215) 638-4847  
Fax: (215) 638-4867

s/Hugh D. Berkson  
Hugh D. Berkson (0063997)  
Jeffrey S. Moeller (0074512)  
Anthony J. Hartman (0021226)  
1301 East Ninth Street, Suite 500  
Cleveland, Ohio 44114  
Tel: (216) 781-5515  
Fax: (216) 781-1030  
hberkson@hcsattys.com  
jmoeller@hcsattys.com  
ahartman@hcsattys.com

*Attorneys for Plaintiff*

SQUIRE SANDERS (US) LLP

s/Joseph C. Weinstein  
Joseph C. Weinstein (0023504)  
joe.weinstein@squiresanders.com  
F. Maximilian Czernin (0087485)  
max.czernin@squiresanders.com  
4900 Key Tower  
127 Public Square  
Cleveland, Ohio 44114-1304  
Tel: (216) 479-8500  
Fax: (216) 479-8780

*Attorneys for Defendants Scott S. Cowen,  
Jeffrey D. Dunn, William E. MacDonald, III,  
Michael J. Merriman, Jr., Charles A. Ratner  
and Jerry Sue Thornton*

JONES DAY

s/Adrienne Ferraro Mueller  
Robert S. Faxon (0059678)  
rfaxon@jonesday.com  
Adrienne Ferraro Mueller (0076332)  
afmueller@jonesday.com  
Brett W. Bell (0089168)  
bbell@jonesday.com  
901 Lakeside Avenue  
Cleveland, OH 44114-1190  
Tel: (216) 586-3939  
Fax: (216) 579-0212

*Attorneys for Defendants Elie Weiss, Gary  
Weiss, Jeffrey Weiss, Judith Weiss, Morry  
Weiss, Zev Weiss, Irving I. Stone Limited  
Liability Company, Irving I. Stone Oversight  
Trust, and Irving I. Stone Foundation*

BAKER & HOSTETLER LLP

s/John D. Parker  
John D. Parker (0025770)  
jparker@bakerlaw.com  
Michael J. Montgomery (0070922)  
mmontgomery@bakerlaw.com  
Kenneth G. Prabucki (0086889)  
kprabucki@bakerlaw.com  
3200 National City Center  
1900 East Ninth Street  
Cleveland, Ohio 44114-3485  
Tel: (216) 621-0200  
Fax: (216) 696-0740

*Attorneys for Defendant American Greetings  
Corporation*

HAHN LOESER & PARKS LLP

s/Dennis R. Rose

Dennis R. Rose (0039416)

drrose@hahnlaw.com

200 Public Square, Suite 2800

Cleveland, Ohio 44114-2316

Tel: (216) 621-0150

Fax: (216) 241-2824

*Attorneys for Defendant Irving I. Stone  
Support Foundation*

**IT IS SO ORDERED.**

Dated: \_\_\_\_\_, 2013

\_\_\_\_\_  
Judge Sara Lioi

United States District Court

**CERTIFICATE OF SERVICE**

I hereby certify that on December 20, 2013, a copy of the foregoing was filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

s/Hugh D. Berkson\_\_\_\_\_  
Hugh D. Berkson (0063997)  
1301 East Ninth Street, Suite 500  
Cleveland, Ohio 44114  
Tel: (216) 781-5515  
Fax: (216) 781-1030  
hberkson@hcsattys.com  
jmoeller@hcsattys.com  
ahartman@hcsattys.com

*One of the Attorneys for Plaintiff*